

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11 Case No. 08-13555 (JMP)

(Jointly Administered)

In re

LEHMAN BROTHERS SPECIAL FINANCING INC.,

Debtor.

Chapter 11 Case
No. 08-13888 (JMP)

BANK OF AMERICA, N.A.,

Plaintiff and Counterclaim-Defendant,

v.

LEHMAN BROTHERS HOLDINGS INC.,

Defendant and Counterclaim-Plaintiff, and

LEHMAN BROTHERS SPECIAL FINANCING INC.,

Defendant.

Adv. Proc. No.
08-01753 (JMP)

**ORDER GRANTING BANK OF AMERICA, N.A.'S
MOTION FOR STAY PENDING APPEAL
AND APPROVING FORM OF SUPERSEDEAS BOND**

The Court on December 3, 2010 having entered Judgment in an Adversary Proceeding [A.P. Docket No. 99] directing Bank of America, N.A. ("Bank of America") to pay to the Debtors, Lehman Brothers Holdings Inc. and Lehman Brothers Special Financing Inc., cash in the amount of \$501,800,000 plus simple interest calculated at the rate of 9% per annum from November 10, 2008 until December 3, 2010 (the "Judgment"); and Bank of America having filed on December 15, 2010 [A.P. Docket No. ____] a Motion for Stay Pending Appeal pursuant to

Rule 7062 Fed. R. Civ. P. 62(d), and L.R. 8005-1, or, alternatively, Rule 8005 of the Federal Rules of Bankruptcy Procedure and L.R. 8005-1 (“the Stay Motion”); and the Court having jurisdiction to consider the Stay Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Stay Motion and the relief requested therein being core proceedings pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 157(a), 1408, and 1409; and the Court having determined that the Stay Motion justifies the relief ordered below; it is hereby

ORDERED that the Stay Motion is granted; and it is further

ORDERED that execution on the Judgment shall be stayed unless and until any appeal of the Judgment is resolved by a final, non-appealable order (the “Final Order”); and it is further

ORDERED that the form of bond attached as Exhibit A to this Order is approved, and the stay granted by this Order shall become effective when Bank of America posts a bond in such form.

Dated: New York, New York
_____, 201_

HON. JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> , Debtors.	Case No. 08-13555 (JMP) Chapter 11 (Jointly Administered)
In re LEHMAN BROTHERS SPECIAL FINANCING INC., Debtor.	Case No. 08-13888 (JMP) Chapter 11
BANK OF AMERICA, N.A. Plaintiff and Counterclaim-Defendant, v. LEHMAN BROTHERS HOLDINGS INC., Defendant and Counterclaim-Plaintiff, and LEHMAN BROTHERS SPECIAL FINANCING INC., Defendant.	Adv. Pro. No. 08-01753 (JMP) Bond No. _____

SUPERSEDEAS BOND

KNOW ALL MEN BY THESE PRESENTS that Bank of America, N.A., as the plaintiff and defendant-in-counterclaim in the above-captioned action and as principal to this Supersedeas Bond (“Principal”), and Travelers Indemnity Company, a corporation incorporated under the laws of the State of Connecticut, as surety (“Surety”), are held and firmly bound to Lehman Brothers Holdings Inc., defendant and counterclaim-plaintiff (“LBHI”), and Lehman Brothers Special Financing Inc., defendant (collectively with LBHI, “Obligees”), in the sum of **Six Hundred Sixty Million Five Hundred Fifty-Three Thousand Eight Hundred Forty-Seven Dollars and 47/100 (\$660,553,847.34)**, lawful money of the United States of America for which payment the Principal and

Surety firmly bind themselves, their successors and assigns, jointly and severally to Obligees, as follows:

WHEREAS, on the 3rd day of December 2010, in the above-named Court, Judgment in an Adversary Proceeding was entered for Obligees in the above-captioned case against the Principal for payment of the sum of \$501,800,000 in cash plus simple interest calculated at the rate of 9% per annum from November 10, 2008 until the date of entry of judgment (“Judgment”);

WHEREAS, Principal shall appeal or has appealed such Judgment to the United States District Court for the District of New York and/or the United States Court of Appeals for the Second Circuit;

WHEREAS, Principal shall file or has filed a notice of motion (“Motion”), pursuant to Fed. R. Bank. P. 7062 and Fed. R. Civ. P. 8005, for approval of a supersedeas bond in order to stay execution of the Judgment pending appeal;

WHEREAS, this Bond is filed in accordance with the requirements of the United States Bankruptcy Court for the Southern District of New York per its [DATE OF ORDER] Order Approving Form of Supersedeas Bond as security for a stay of execution of the Judgment pending appeal in the above-captioned action, pursuant to Rule 8 of the Federal Rules of Appellate Procedure, Rule 62 of the Federal Rules of Civil Procedure, Rules 7062 and 8005 of the Federal Rules of Bankruptcy Procedure and Rule 8005-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York.

NOW, THEREFORE:

1. The condition of the above obligation is such that if Principal shall pay the Judgment or such part of the Judgment which is not reversed, and damages, interest and costs, including, as ordered, attorneys’ fees and reasonable expenses, then the above obligation is to be void, otherwise to remain in full force and effect; ***provided, however,*** that in no event shall the liability of the Surety as it pertains to the above-captioned

adversary proceeding be cumulative or exceed the maximum aggregate sum of Six Hundred Sixty Million Five Hundred Fifty-Three Thousand Eight Hundred Forty-Seven Dollars and 34/100 (\$660,553,847.34), lawful money of the United States of America, which sum may not be increased without the express written consent of the Surety.

2. The Principal, the Surety and the Obligees agree that if the amounts due and owing to Obligees under the above conditions are not paid, the Obligees can enforce this Supersedeas Bond against the Principal and the Surety, as set forth herein, in the United States Bankruptcy Court for the Southern District of New York, and the Principal and Surety consent to the jurisdiction of this Court.

3. The Surety shall not be liable for any party other than the Principal, Bank of America, N.A, nor shall the Surety's liability be increased or otherwise affected hereunder in any way whatsoever as a result of the performance or nonperformance of any party or surety therefore other than the Principal, Bank of America, N.A.

4. Written notice of claim on this surety bond shall be sent to the following:

Travelers Indemnity Company **Bond No. 105538040**
Attn: Mac McKenzie, Managing Director Commercial Surety
11440 Carmel Commons Blvd.
Charlotte, NC 28226

Dated this 15th day of December, 2010.

Bank of America, N.A.

By: _____

Travelers Indemnity Company

By: _____
, Attorney-In-Fact

Approved as to form:

HON. JAMES M. PECK
United States Bankruptcy Judge